B1 (Official Form 1)(12/11)

United States Bankruptcy Court
District of Massachusetts

Voluntary Petition

Debtor	Joint Debtor
Name of Debtor (if individual, enter Last, First, Middle): The Upper Crust, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-2954089	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 55 Foodmart Road, Boston, MA — ZIP Code 02118	Street Address of Joint Debtor (No. and Street, City, and State): — ZIP Code
County of Residence or of the Principal Place of Business: Suffolk	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): — ZIP Code	Mailing Address of Joint Debtor (if different from street address): — ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor
(Form of Organization) (Check one box)
- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form.*
- ■ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Chapter 15 Debtors
Country of debtor's center of main interests:

Each country in which a foreign proceeding by, regarding, or against debtor is pending:

Nature of Business
(Check one box)
- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ■ Other

Tax-Exempt Entity
(Check box, if applicable)
- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
- ☐ Chapter 7
- ☐ Chapter 9
- ■ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts
(Check one box)
- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- ■ Debts are primarily business debts.

Filing Fee (Check one box)
- ■ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:
- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ■ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,343,300 *(amount subject to adjustment on 4/01/13 and every three years thereafter).*

Check all applicable boxes:
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information *** John C. Elstad BBO #654469 ***
- ■ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

■	☐	☐	☐	☐	☐	☐	☐	☐	☐
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

☐	☐	☐	☐	■	☐	☐	☐	☐	☐
$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	$100,000,001 to $500 million	$500,000,001 to $1 billion	More than $1 billion

Estimated Liabilities

☐	☐	☐	☐	■	☐	☐	☐	☐	☐
$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	$100,000,001 to $500 million	$500,000,001 to $1 billion	More than $1 billion

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): The Upper Crust, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)		
Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: SEE ATTACHED	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X ______________________________________
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

■ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

■ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

■ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

____
(Name of landlord that obtained judgment)

____
(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
The Upper Crust, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X ______________________________
Signature of Debtor

X ______________________________
Signature of Joint Debtor

____
Telephone Number (If not represented by attorney)

____
Date

Signature of Attorney*

X /s/ John C. Elstad
Signature of Attorney for Debtor(s)

John C. Elstad BBO #654469
Printed Name of Attorney for Debtor(s)

Murphy & King, Professional Corporation
Firm Name

One Beacon Street
Boston, MA 02108

Address

(617) 423-0400 Fax: (617) 423-0498
Telephone Number

10\4\2012
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Joshua Huggard
Signature of Authorized Individual

Joshua Huggard
Printed Name of Authorized Individual

Manager
Title of Authorized Individual

10\4\2012
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11. United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X ______________________________
Signature of Foreign Representative

____
Printed Name of Foreign Representative

____
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

____
Printed Name and title, if any, of Bankruptcy Petition Preparer

____
Social-Security number (If the bankrutpcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

____
Address

X ______________________________

____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person,or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

AFFILIATED DEBTORS

Name of Debtor	Date Filed	District	Relationship
The Upper Crust, LLC		Massachusetts	Affiliate
The Upper Crust – Back Bay, LLC		Massachusetts	Affiliate
The Upper Crust – Fenway, LLC		Massachusetts	Affiliate
The Upper Crust – Harvard Square, LLC		Massachusetts	Affiliate
The Upper Crust – Hingham, LLC		Massachusetts	Affiliate
The Upper Crust – Lexington, LLC		Massachusetts	Affiliate
The Upper Crust – State Street, LLC		Massachusetts	Affiliate
The Upper Crust – South End, LLC		Massachusetts	Affiliate
The Upper Crust – Pennsylvania Avenue, LLC		Massachusetts	Affiliate
The Upper Crust – Waltham, LLC		Massachusetts	Affiliate
The Upper Crust – Watertown, LLC		Massachusetts	Affiliate
The Upper Crust – Wellesley, LLC		Massachusetts	Affiliate
JJB Hanson Management, Inc.		Massachusetts	Affiliate
The Upper Crust – DC, LLC		Massachusetts	Affiliate

THE UPPER CRUST, LLC

WRITTEN CONSENT OF MEMBERS IN LIEU OF MEETING

The undersigned, being the Members with the right to vote of The Upper Crust, LLC, a Massachusetts limited liability company (the "Company"), do hereby consent to and adopt the following votes which shall be treated for all purposes as votes adopted at a duly constituted meeting of Members of the Company in accordance with the laws of the Commonwealth of Massachusetts and the Operating Agreement of the Company:

VOTED: That the Company seek relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code");

VOTED: That Brendan F. Higgins, Jr. and Joshua Huggard as Managers of the Company (the "Authorized Officers"), be and hereby are authorized and directed to: (i) prepare and file on behalf of the Company a petition for relief under Chapter 11 of the Bankruptcy Code, (ii) execute on behalf of the Company such petition, schedules and statements as the Authorized Officers may deem necessary or appropriate in connection therewith, (iii) cause the Company to perform its functions and duties as a debtor in possession pursuant to the applicable provisions of the Bankruptcy Code, (iv) to take such steps on behalf of the Company as may be necessary and appropriate to the Company's reorganization effort (including, without limitation, the sale or other disposition of property other than in the ordinary course of business), (v) prepare and propose to creditors such plan as the Authorized Officers may deem to be feasible and in the best interests of the Company, (vi) file any pleadings appropriate or necessary for the Company to seek relief under any other chapter of the Bankruptcy Code, and (vii) to authorize the Company to borrow post-petition funds, in amounts and according to terms acceptable to the Authorized Officers and (viii) execute such further documents and do such further acts as the Authorized Officers may deem necessary or appropriate with respect to the foregoing, including the delegation of such foregoing authority to other officers and employees of the Company; the execution of any document or the doing of any act by the Authorized Officers, individually or together, in connection with such proceedings to be conclusively presumed to be authorized by this Resolution;

VOTED: That, subject to the approval of the Court having jurisdiction of the Company's Chapter 11 case, the Company, as debtor in possession or otherwise, employ as its bankruptcy counsel the law firm of Murphy & King, Professional Corporation, One Beacon Street, 21st Floor, Boston, Massachusetts 02108 at its standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officers are hereby authorized, individually or together, to enter into such agreements as may be necessary or appropriate to effect such retention; and

VOTED: That the Authorized Officers are authorized, empowered and directed, individually or together, in the name and on behalf of the Company to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certification or other documents, and to take such other action, as in the judgment of the Authorized Officers shall be or become necessary, proper and desirable, with a view to the successful prosecution of the Chapter 11 case; and

VOTED: That, subject to the approval of the Court having jurisdiction of the Company's Chapter 11 case, the Authorized Officers are authorized, empowered and directed, individually or together, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 case with a view to the successful prosecution of the case.

This Written Consent of Members shall be filed with the records of the meetings of the Company, whereupon any action set forth in such Consent shall be treated for all purposes as action taken at a meeting on the Effective Date set forth below.

Members:

____
Brendan F. Higgins, Jr.

____
Joshua Huggard

Date: October 3, 2012
635498-v1

THE UPPER CRUST, LLC

CERTIFICATE OF MANAGERS

We, Brendan F. Higgins, Jr. and Joshua Huggard, hereby certify that we are duly appointed and acting Managers of The Upper Crust, LLC, a Massachusetts limited liability company (the "Company"), and further certify that the following votes were adopted by the Members of the Company entitled to vote by written consent dated October 3, 2012, which votes have not been modified or rescinded and remain in full force and effect:

VOTED: That the Company seek relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code");

VOTED: That Brendan F. Higgins, Jr. and Joshua Huggard as Managers of the Company (the "Authorized Officers"), be and hereby are authorized and directed to: (i) prepare and file on behalf of the Company a petition for relief under Chapter 11 of the Bankruptcy Code, (ii) execute on behalf of the Company such petition, schedules and statements as the Authorized Officers may deem necessary or appropriate in connection therewith, (iii) cause the Company to perform its functions and duties as a debtor in possession pursuant to the applicable provisions of the Bankruptcy Code, (iv) to take such steps on behalf of the Company as may be necessary and appropriate to the Company's reorganization effort (including, without limitation, the sale or other disposition of property other than in the ordinary course of business), (v) prepare and propose to creditors such plan as the Authorized Officers may deem to be feasible and in the best interests of the Company, (vi) file any pleadings appropriate or necessary for the Company to seek relief under any other chapter of the Bankruptcy Code, and (vii) to authorize the Company to borrow post-petition funds, in amounts and according to terms acceptable to the Authorized Officers and (viii) execute such further documents and do such further acts as the Authorized Officers may deem necessary or appropriate with respect to the foregoing, including the delegation of such foregoing authority to other officers and employees of the Company; the execution of any document or the doing of any act by the Authorized Officers, individually or together, in connection with such proceedings to be conclusively presumed to be authorized by this Resolution;

VOTED: That, subject to the approval of the Court having jurisdiction of the Company's Chapter 11 case, the Company, as debtor in possession or otherwise, employ as its bankruptcy counsel the law firm of Murphy & King, Professional Corporation, One Beacon Street, 21st Floor, Boston, Massachusetts 02108 at its standard hourly rates, subject to any power of said Court to determine their

#635501

reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officers are hereby authorized, individually or together, to enter into such agreements as may be necessary or appropriate to effect such retention; and

VOTED: That the Authorized Officers are authorized, empowered and directed, individually or together, in the name and on behalf of the Company to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certification or other documents, and to take such other action, as in the judgment of the Authorized Officers shall be or become necessary, proper and desirable, with a view to the successful prosecution of the Chapter 11 case; and

VOTED: That, subject to the approval of the Court having jurisdiction of the Company's Chapter 11 case, the Authorized Officers are authorized, empowered and directed, individually or together, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 case with a view to the successful prosecution of the case.

Executed under seal this 3rd day of October 2012.

Brendan F. Higgins, Jr., Manager

Joshua Huggard, Manager

#635501

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of Massachusetts

In re **The Upper Crust, LLC** Debtor(s) Case No. ______ Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [*or* chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
ZVI Construction Company, LLC 131 Brookline Street Brookline, MA 02446	**ZVI Construction Company, LLC 131 Brookline Street Brookline, MA 02446**	**Trade**		**554,000.00**
Cara Donna 200 Commerce Drive Braintree, MA 02184	**Christopher Cara Donna Cara Donna 200 Commerce Drive Braintree, MA 02184**	**Trade**		**234,235.88**
Cooley Manion Jones, LLP 21 Custom House Street Boston, MA 02210	**Thomas F. Reilly, Esq. Cooley Manion Jones, LLP 21 Custom House Street Boston, MA 02210**	**Trade**		**229,049.30**
Katsiroubas & Sons, Inc. 40 Newmarket Square Boston, MA 02118	**Theodore Katsiroubas Katsiroubas & Sons, Inc. 40 Newmarket Square Boston, MA 02118**	**Trade**		**177,249.26**
Siskind & Siskind, LLC 360 Belmont Street Brockton, MA 02301	**Neil Siskind Siskind & Siskind, LLC 360 Belmont Street Brockton, MA 02301**	**Trade**		**73,471.15**
ACE American Insurance Co. Dept. 90024 P.O. Box 660347 Dallas, TX 75266-0347	**ACE American Insurance Co. Dept. 90024 P.O. Box 660347 Dallas, TX 75266-0347**	**Trade**		**60,481.23**
Arbella Insurance P.O.Box 371343 Pittsburgh, PA 15250-7343	**Arbella Insurance P.O.Box 371343 Pittsburgh, PA 15250-7343**	**Trade**		**49,065.88**
Waste Management P.O. Box 13648 Philadelphia, PA 19101-3648	**Waste Management P.O. Box 13648 Philadelphia, PA 19101-3648**	**Trade**		**36,674.48**
Unifirst Corporation 78-80 East Cottage Street Boston, MA 02125	**UNIFIRST CORPORATION 78-80 East Cottage Street Boston, MA 02125**	**Trade**		**24,475.82**
NSTAR P.O. Box 660369 Dallas, TX 75266-0369	**NSTAR P.O. Box 660369 Dallas, TX 75266-0369**	**Trade**		**24,408.93**

Software Copyright (c) 1996-2012 CCH INCORPORATED - www.bestcase.com Best Case Bankruptcy

B4 (Official Form 4) (12/07) - Cont.

In re **The Upper Crust, LLC** Case No. ____________

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
National Grid P.O. Box 11735 Newark, NJ 07101-4735	**National Grid P.O. Box 11735 Newark, NJ 07101-4735**	**Trade**		**23,620.99**
MRES 34 South Street Somerville, MA 02143	**MRES 34 South Street Somerville, MA 02143**	**Trade**		**23,150.50**
WCVBTV/DT P.O. Box 26874 Lehigh Valley, PA 18002-6874	**WCVBTV/DT P.O. Box 26874 Lehigh Valley, PA 18002-6874**	**Trade**		**20,475.00**
L. C. Anderson, Inc. 15 Soldiers Field Place Brighton, MA 02135-1103	**L. C. Anderson, Inc. 15 Soldiers Field Place Brighton, MA 02135-1103**	**Trade**		**20,217.57**
Advanced Graphics, Inc. Chestnut Green 470 Washington Street Suite #25 Norwood, MA 02062	**Advanced Graphics, Inc. Chestnut Green 470 Washington Street Norwood, MA 02062**	**Trade**		**19,715.31**
The Boston Globe P.O. Box 415071 Boston, MA 02241-5071	**The Boston Globe P.O. Box 415071 Boston, MA 02241-5071**	**Trade**		**16,780.00**
W.B. Mason P.O. Box 981101 Boston, MA 02298-1101	**W.B. Mason P.O. Box 981101 Boston, MA 02298-1101**	**Trade**		**16,099.70**
Morgan, Brown & Joy, LLP 200 State Street Boston, MA 02109-2605	**Morgan, Brown & Joy, LLP 200 State Street Boston, MA 02109-2605**	**Trade**		**15,929.73**
Harvard Pilgrim Healthcare P.O. Box 970050 Boston, MA 02297-0050	**Harvard Pilgrim Healthcare P.O. Box 970050 Boston, MA 02297-0050**	**Trade**		**14,910.13**
Ryder Transportation Services P.O. Box 96723 Chicago, IL 60693-6723	**Ryder Transportation Services P.O. Box 96723 Chicago, IL 60693-6723**	**Trade**		**14,719.53**

Software Copyright (c) 1996-2012 CCH INCORPORATED - www.bestcase.com

B4 (Official Form 4) (12/07) - Cont.

In re **The Upper Crust, LLC** Case No. ____________
Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 10/4/2012 Signature **/s/ Joshua Huggard**
Joshua Huggard
Manager

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

Software Copyright (c) 1996-2012 CCH INCORPORATED - www.bestcase.com Best Case Bankruptcy

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re:	)	
	)	**Chapter 11**
THE UPPER CRUST, LLC,	)	**Case No. 12-**
	)	
Debtor	)	
	)	

DECLARATION REGARDING ELECTRONIC FILING

PART I - DECLARATION OF PETITIONER

I, Joshua Huggard, hereby declare under penalty of perjury that all of the information contained in the *Voluntary Petition* and *List of Creditors Holding 20 Largest Unsecured Claims* (the "Documents"), filed electronically is true and correct. I understand that this DECLARATION is to be filed with the Clerk of Court electronically with the electronic filing of the Documents. I understand that failure to file this DECLARATION may cause the Documents to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that pursuant to the Massachusetts Electronic Filing Local Rule (MEFLR)-7(a) all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after the closing of this case.

Dated: 10/3/2012

Signed: ______________________
Joshua Huggard

PART II – DECLARATION OF ATTORNEY

I certify that the affiant signed this form before I submitted the Documents, I gave the affiant a copy of the Documents and this *DECLARATION,* and I have followed all other electronic filing requirements currently established by local rule and standing order. This *DECLARATION* is based on all information of which I have knowledge and my signature below constitutes my certification of the foregoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.

Dated: October 4, 2012

Signed: ______________________
John C. Elstad

635883-v1